

# ULTIMATE SPIDER-MAN

ISSUE

85

WARRIORS: PART 7

BENDIS  
BAGLEY  
HANNA

MARVEL

BAGLEY  
ISANOVE



# PREVIOUSLY

## ULTIMATE SPIDER-MAN



The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

Having recently broken up with his girlfriend Mary Jane Watson, Peter Parker thought life couldn't get any worse. Little did he know that while his personal life crumbled around him, his life as Spider-Man would become more complicated and dangerous than ever before.

A new mob boss, a mutant known as Hammerhead, has made a move against Wilson "The Kingpin of Crime" Fisk's mob holdings—and pitted Spider-Man against a new costumed vigilante: Moon Knight. At the same time, Fisk—whom Spider-Man has long tried to put behind bars—provided Peter with concrete evidence linking Hammerhead to a recent murder.

Hammerhead's attempt to extort money from a Kingpin-owned restaurant in Chinatown brought Shang-Chi (the Master of Kung-Fu) and Danny Rand (the Iron Fist) into the mob struggle. As if that weren't enough, the Black Cat (a former jewel thief who has a personal interest in Spider-Man) arrives on the scene, tracking down Hammerhead to look for help in her war against the Kingpin. But perhaps the most dangerous of all is the Kingpin's personal assassin...the woman known as Elektra!

Finally—all the players have assembled in Hammerhead's penthouse! Just as Spidey thinks he's got the upper hand—Elektra makes her move and smashes him through the top floor window, down to the street below...

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Oh my God...  
Is he dead?

Is it really him?

That--that was the worst thing I've ever seen.

Dispatch, we got a- a- I don't know *what* we got, but *Spider-Man* just fell out a five-story window and landed right on the roof of my squad car, over.

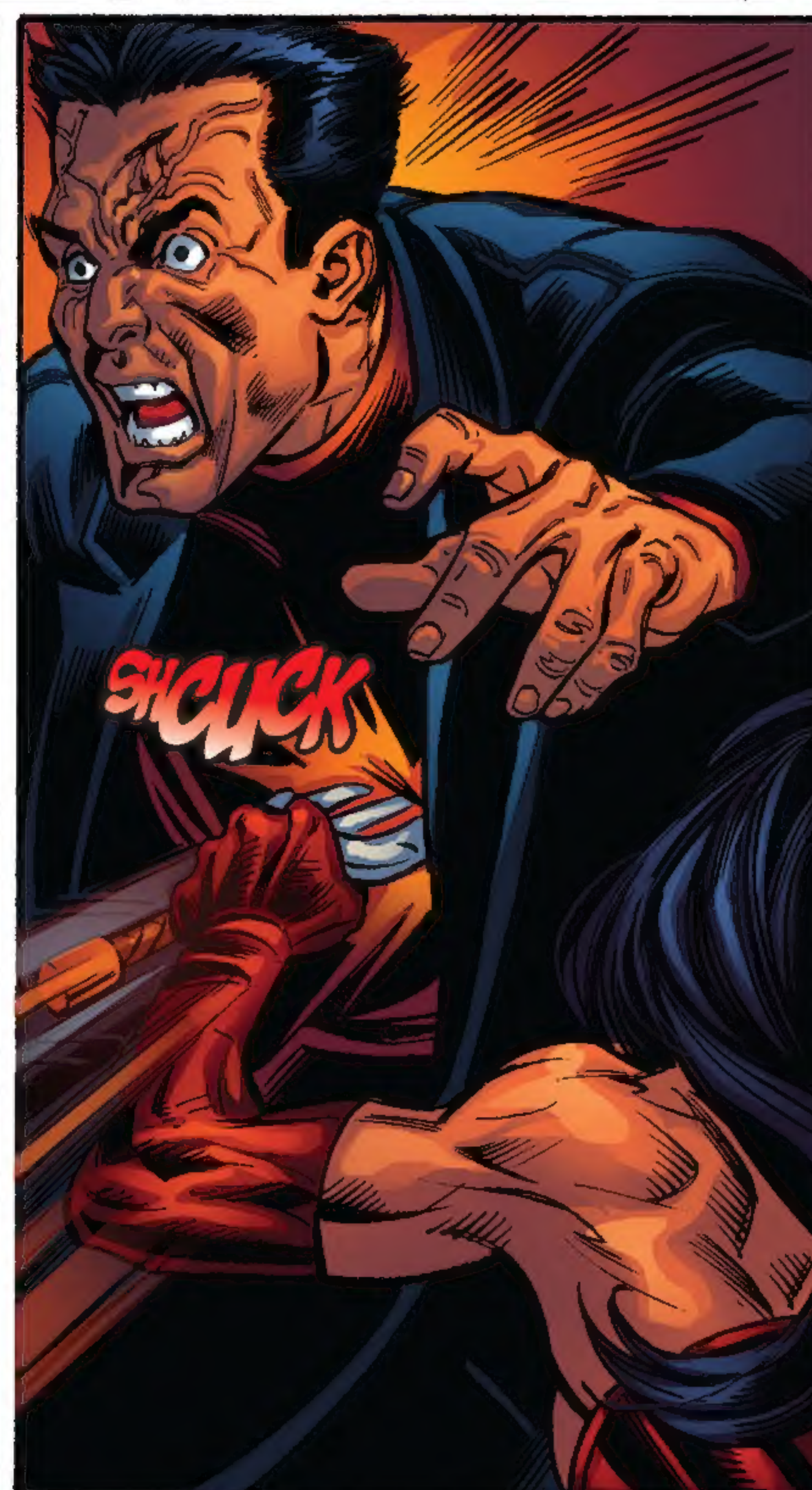
Backup is on its way. Over.















Did you set a perimeter?!! Did you call in for Emergency Services?

No! No??

There's a live crime scene in there and you're busy cuffing the only damn person who's doing the damn job you're supposed to!!

Go be cops before someone else gets hurt!!!



Are you all right? Can you talk?

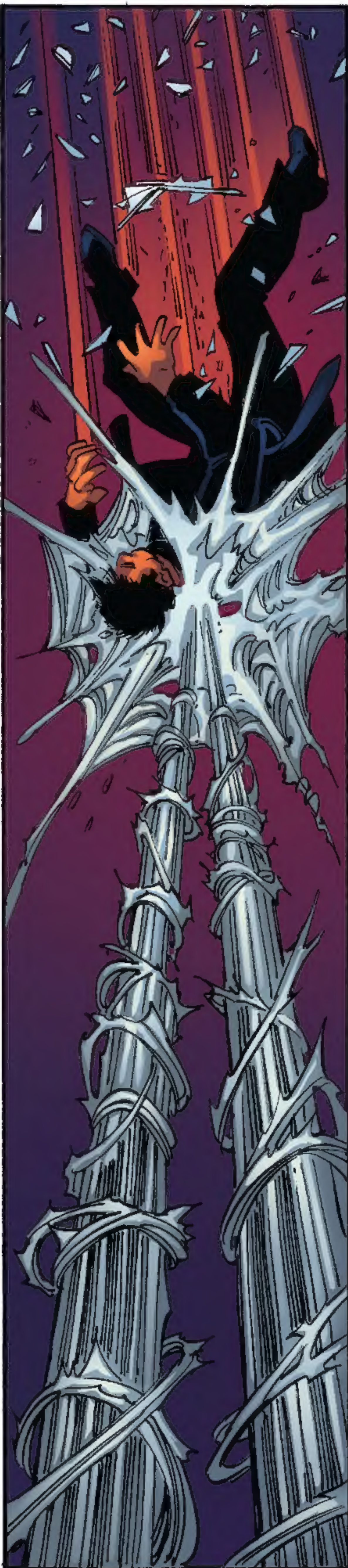
Ha-Hammerhead...

Where is he?



KRASH!!





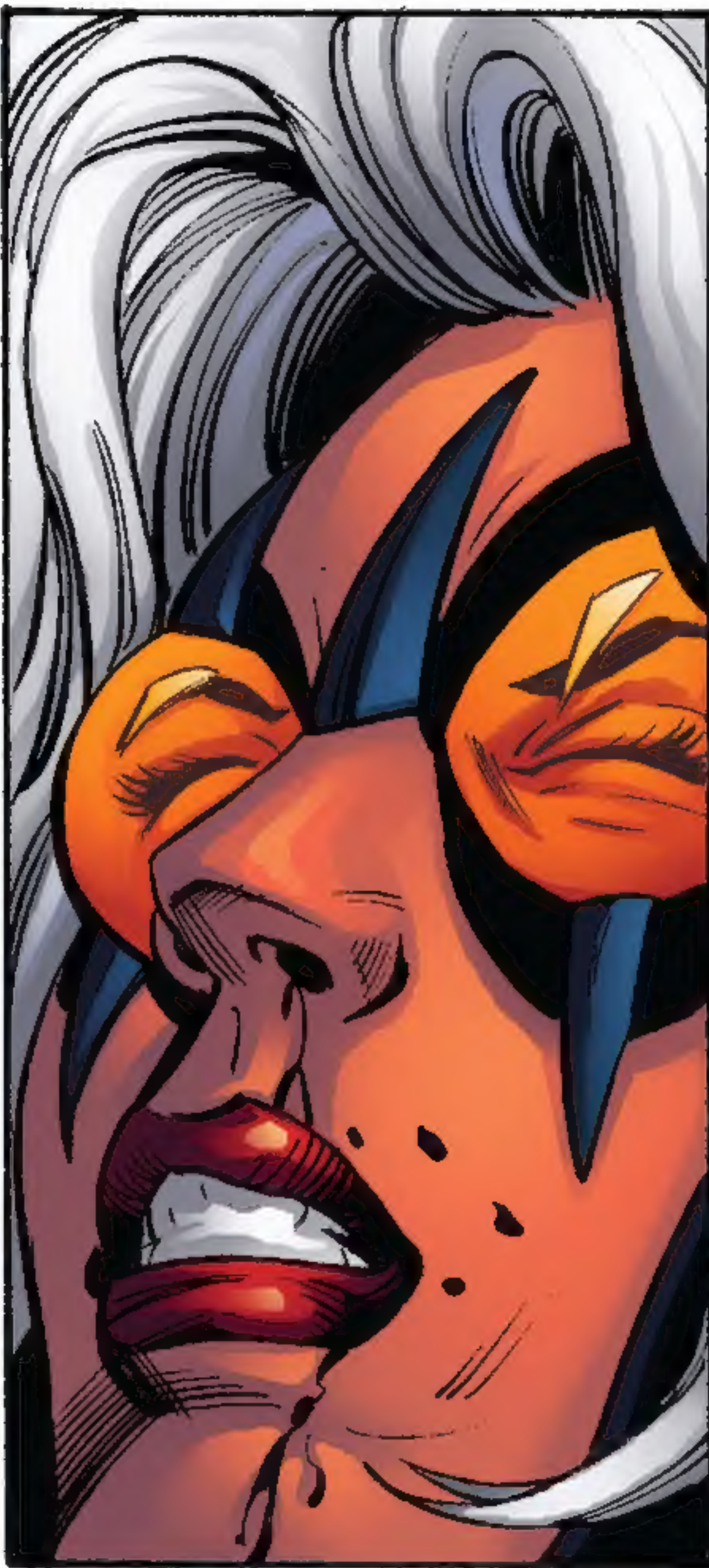












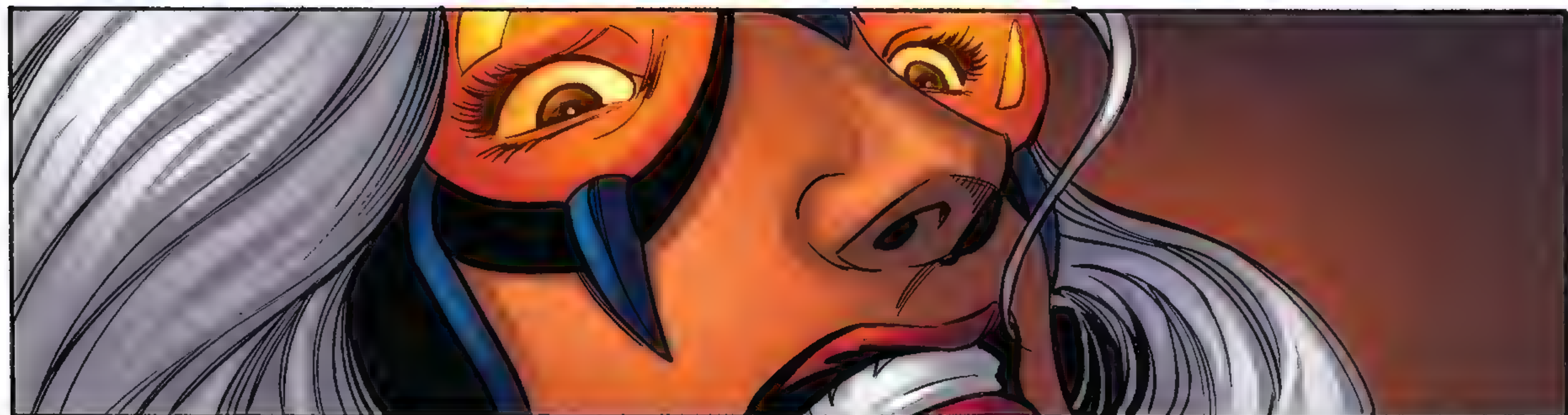
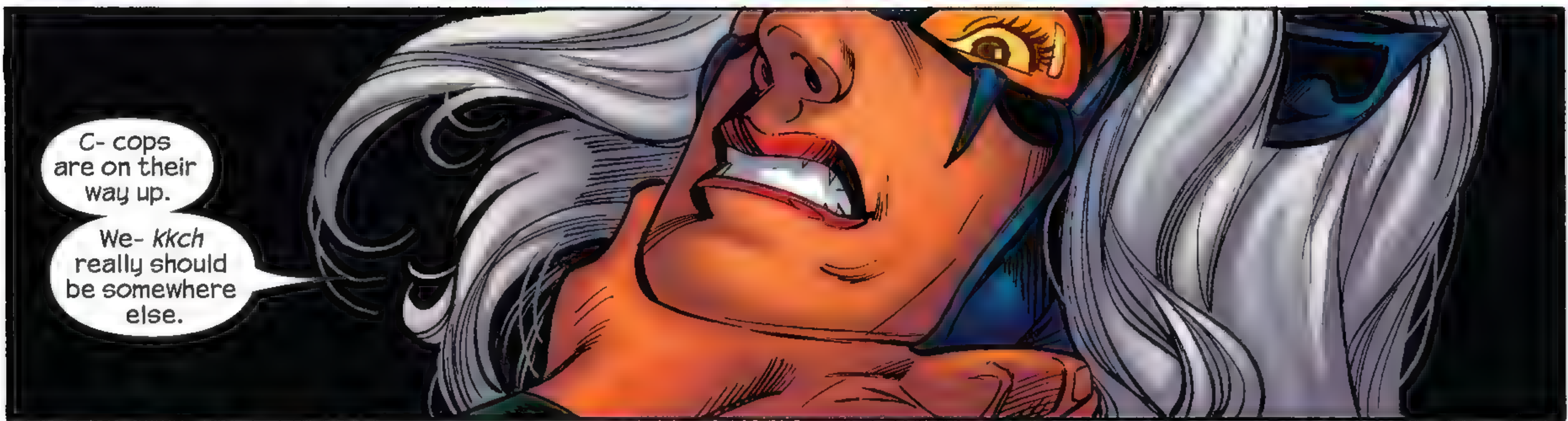




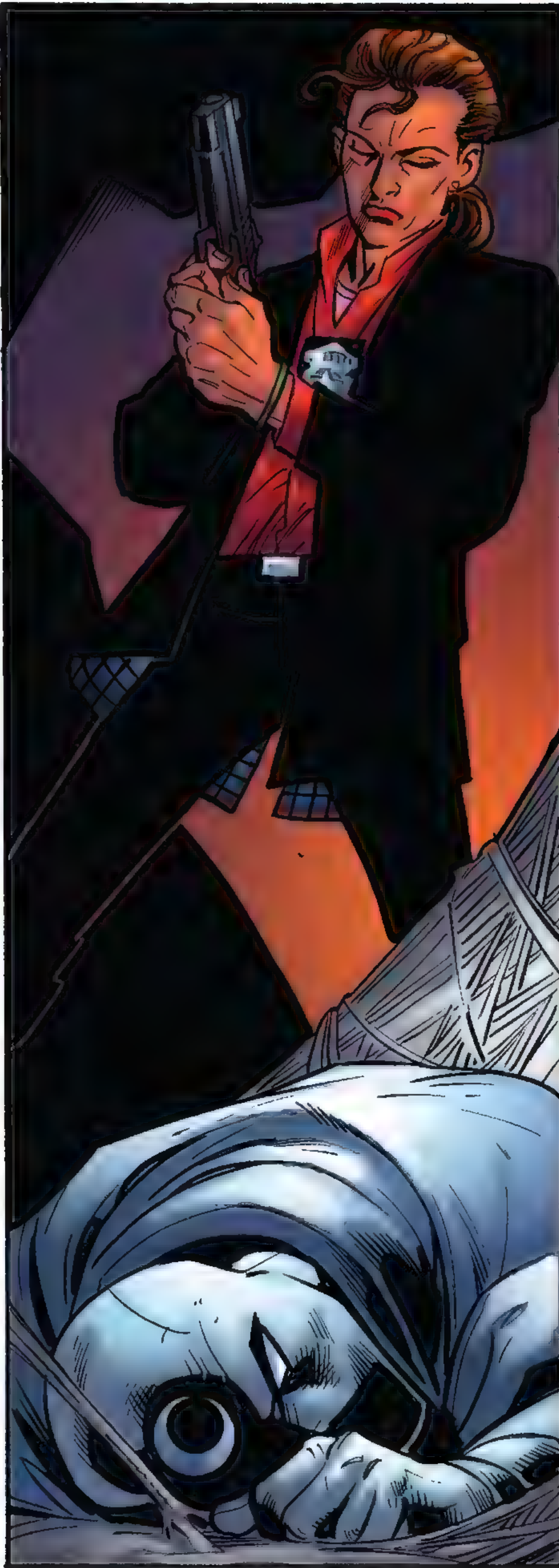
















Idiot.

Ow.



Fell head first  
into a car.

Lucky I still  
have a *head*.

That was—  
ow!

That was  
disappointing  
on so many  
levels.



See? And *I*  
had a damn good  
day, all said  
and--

Agh!



You know what,  
Felicia? Seriously,  
you suck.

I know.

That was so lame  
of you siding with an  
idiot like that.

I don't  
disagree.

I was saying,  
I think today  
I had a--



You have *so* much going for  
you, seriously!

You're stunning,  
smart, you've got  
some sort of low-  
grade power,  
right?

And this is *all* you  
can think to do with it?  
Screw with the Kingpin to  
the point where you'll  
side with guys just  
as bad?



Kingpin *killed* my father. It  
does stuff to you.

But you're right,  
I know. I have to  
do more.

I was half out  
the door on that  
fight and it *hit* me.  
It felt wrong.

I *see*  
that now. I have  
responsibilities.

I was  
wrong  
today.

Okay?









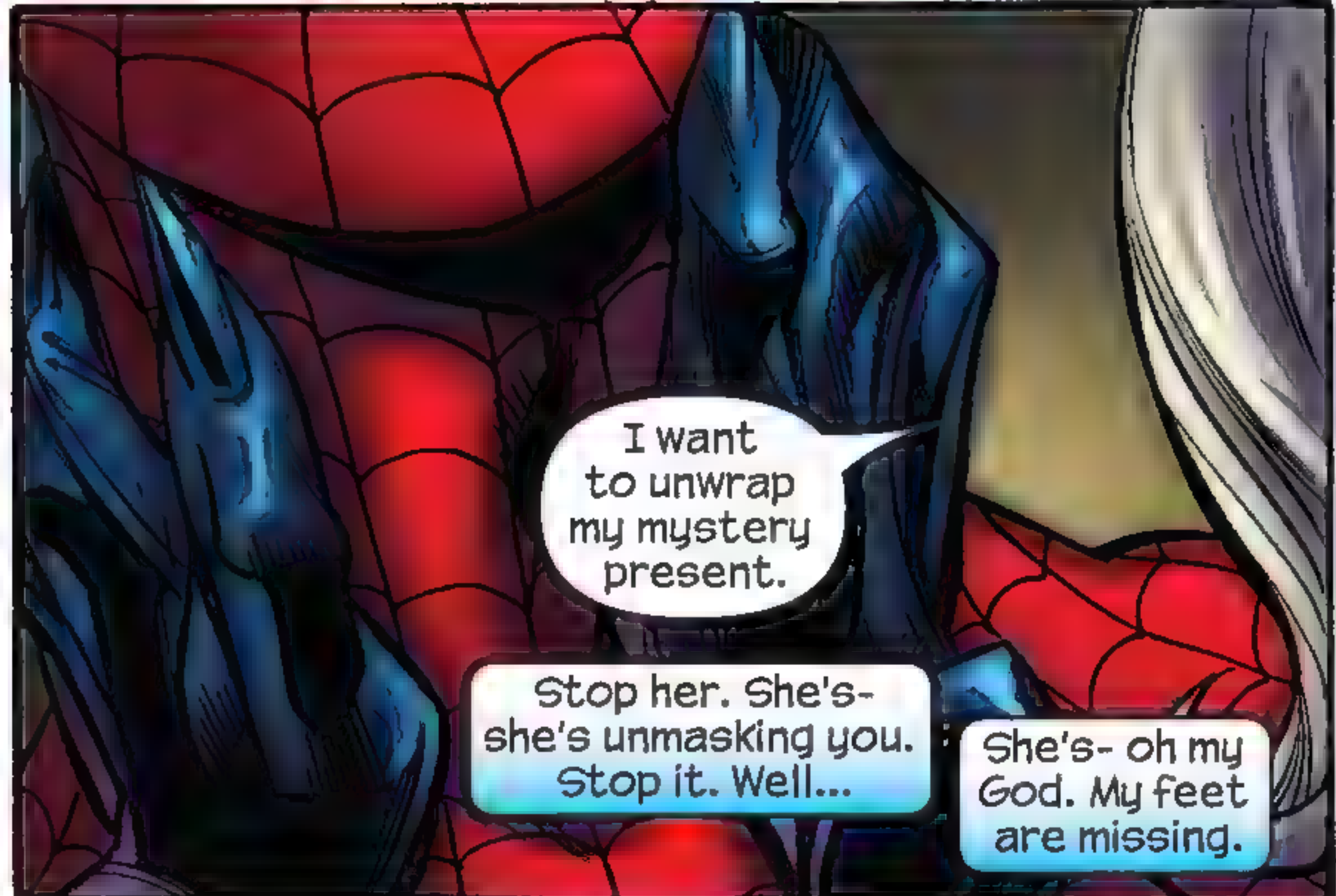
Uh... home.  
Can I come with you?  
Uh...  
Can I?  
No.  
Do you want to kiss me?



Oh my God...  
Little bit.  
I can't move.  
Let's do it.  
What?



Right here right now. Kiss me.  
Oh my God...  
I think about this all the time... what's under this mask.  
Who this mystery man in my life really is?  
I want to see you. I want to kiss you. I'm ready.  
Oh my God...  
Right now.

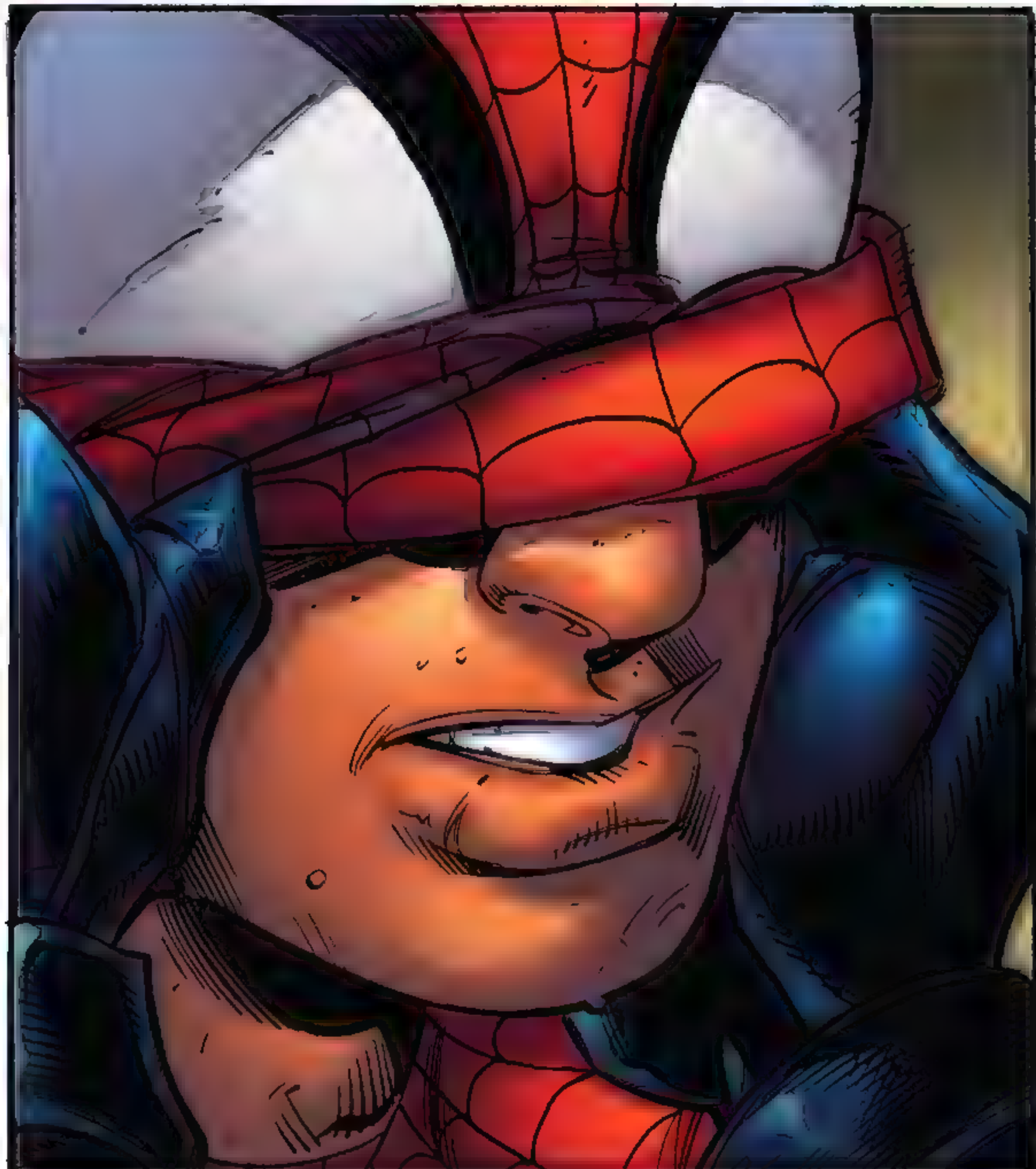


I want to unwrap my mystery present.  
Stop her. She's-she's unmasking you. Stop it. Well...  
She's- oh my God. My feet are missing.

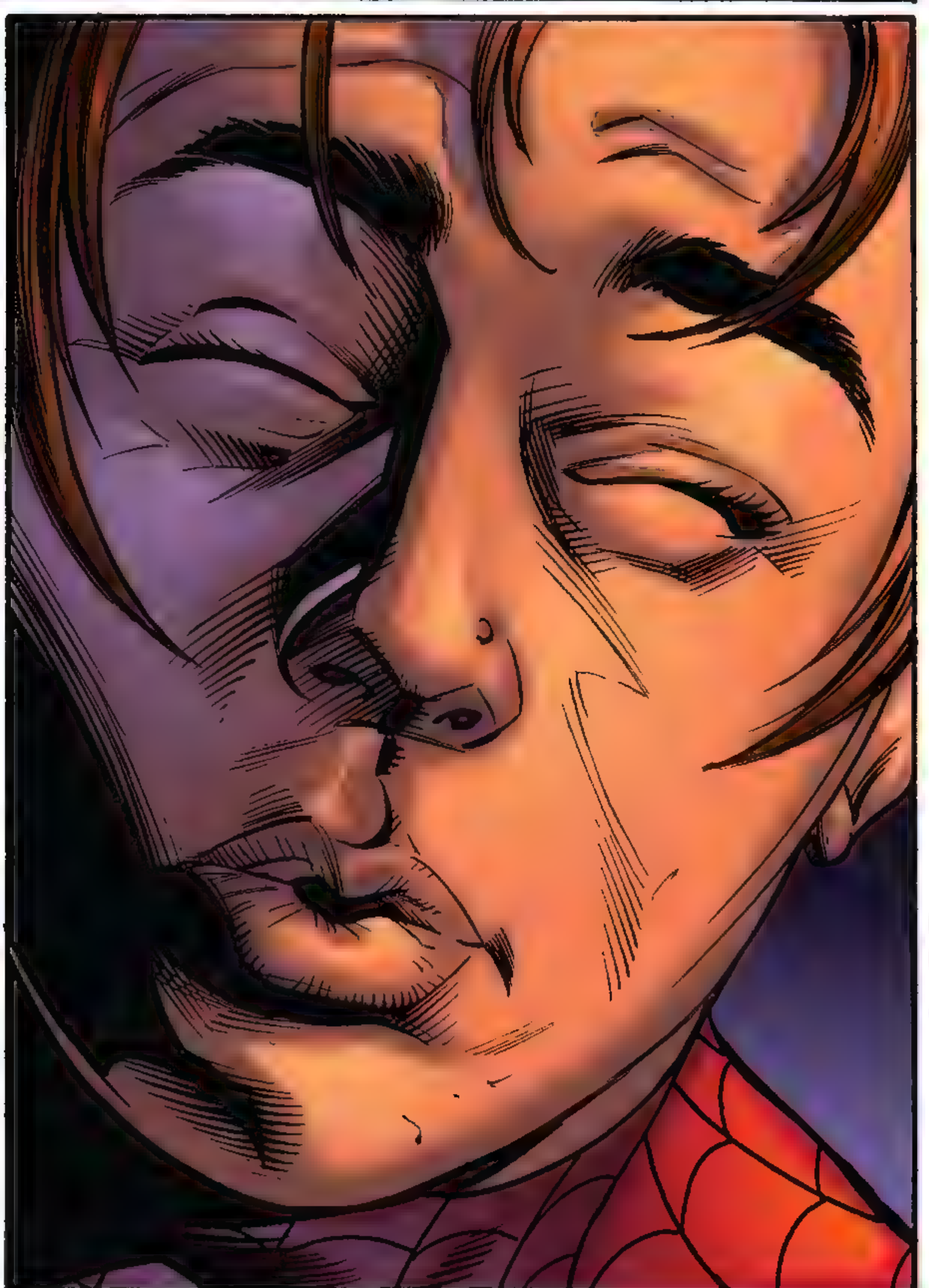


I'm going to do it, Spider-Man...  
I'm going to take off this mask and I'm going to *kiss* you.

This is-- no! This is--















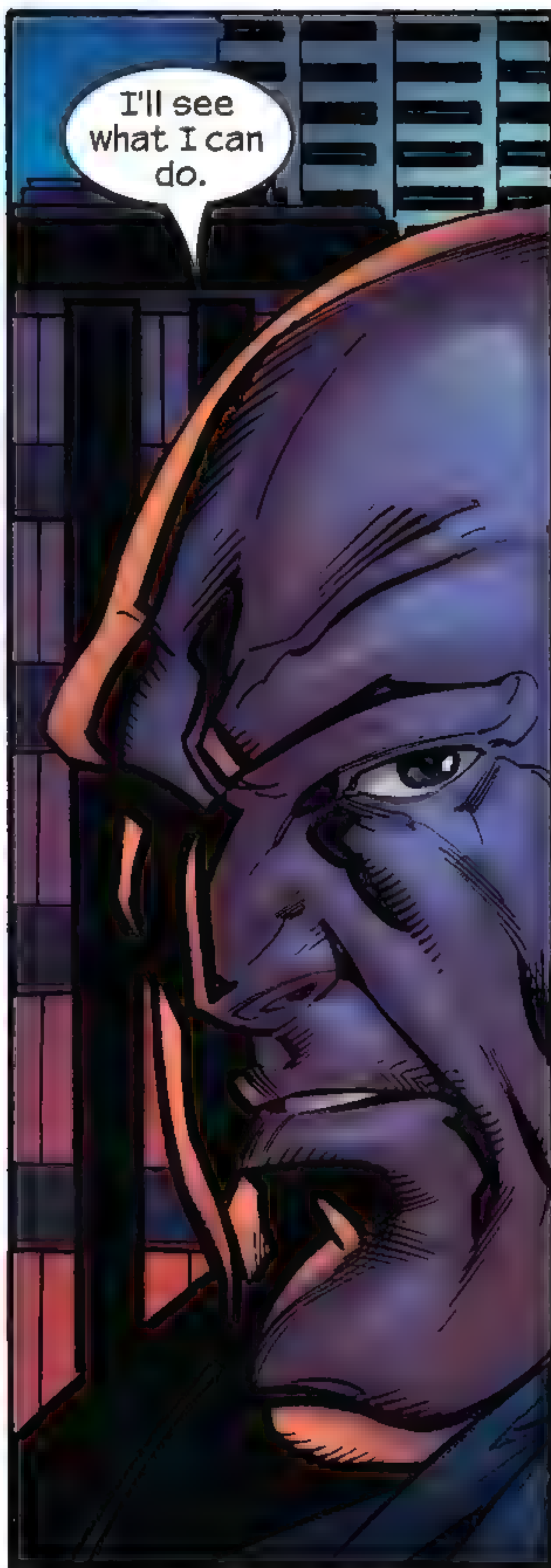
So?



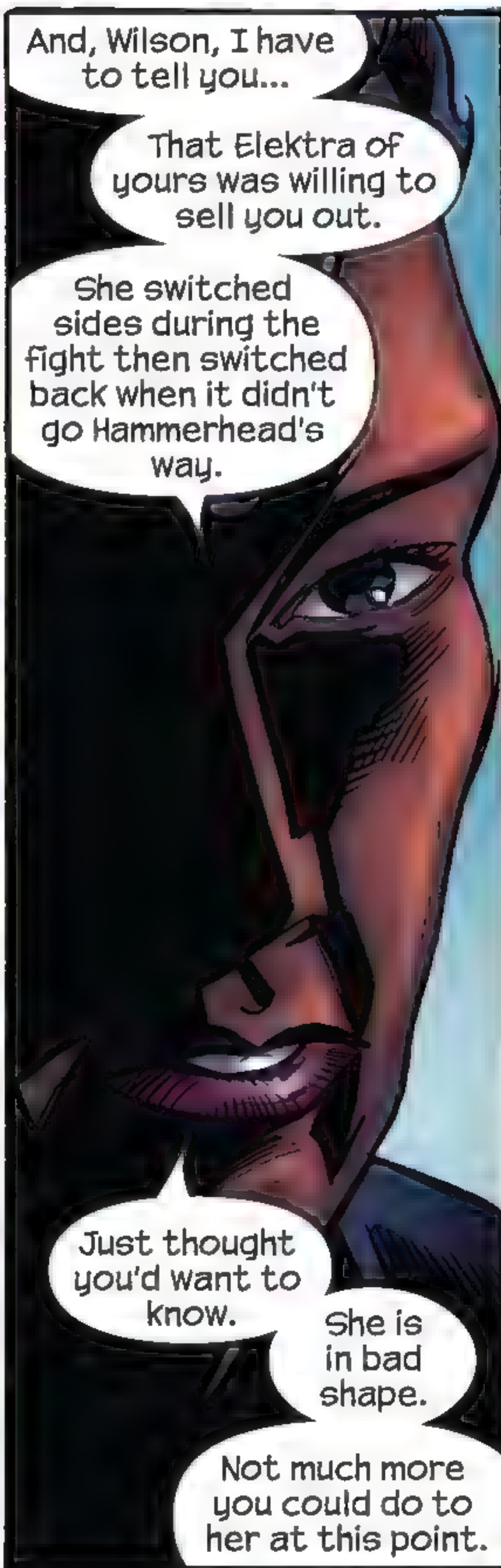
If he survives the coma... feds are going to press charges on your little Hammerhead pal.

But the DA said none of it's going to stick. Hammerhead *was* attacked in his home.

He's going to walk unless some other evidence appears.



I'll see what I can do.



And, Wilson, I have to tell you...

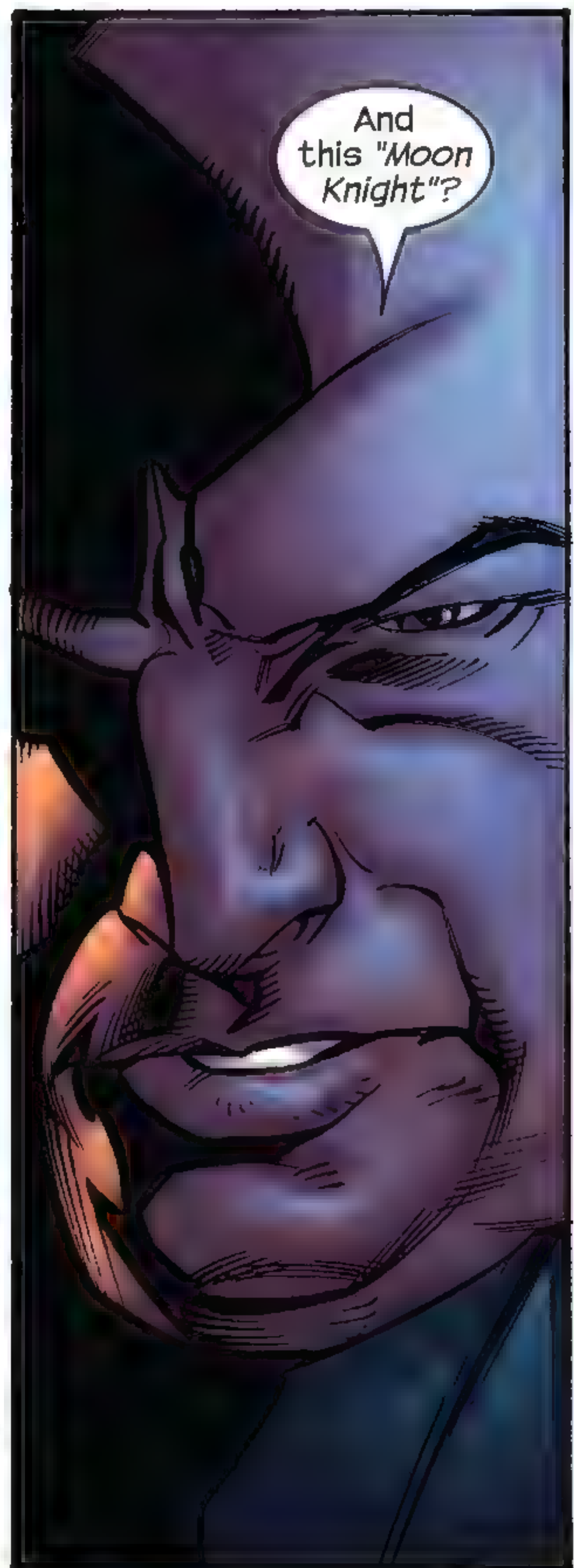
That Elektra of yours was willing to sell you out.

She switched sides during the fight then switched back when it didn't go Hammerhead's way.

Just thought you'd want to know.

She is in bad shape.

Not much more you could do to her at this point.



And this "Moon Knight"?



Coma. No prints.

He got hurt bad.

I thought it was just some guy playing dress-up.

It might still be.

But no prints? Could be ex-CIA.

The mystery of the Moon Knight continues.



These costumes.

I know it's annoying.

At least one good thing came of this.

Yeah?

Spider-Man *trusts* you now.





Yeah,  
guess he  
does.

So, what do  
you want me to  
make him do  
for you?





Next issue: SILVER SABLE



# ULTIMATE SPIDER-MAN

**Okay, kids, we've got a little extra room this time around...so there's twice, that's right, twice the letters. Twice the love, twice the questions, twice the Bendis appreciation—twice!**

One word: *amazing*. What all of you have done with *Ultimate Spider-Man* is amazing. "Warriors" has now become my favorite arc since the very first arc, and Moon Knight is now one of my favorite Ultimate characters. You have all done an amazing job on his outfit, as well as Iron Fist and Shang Chi's costumes. The cover art for issue 83 is one of the best covers I have seen yet, and the coloring was great.

All-in-all this issue was just as amazing as the last four issues of the "Warriors" arc, and the argument between MJ and Peter was definitely depicted well. I love how you have made Peter into a loner who is wrapping himself in Spider-Man to avoid his normal life, and the crossover of all of these people into one comic is working great; it's just like one big turf war.

Bendis, thank you for 83 great issues of *Ultimate Spider-Man*, one amazing *Annual*, and one *Super Special*. I hope you do not leave for a very long time and I will always think of you as the father of the Ultimate Universe.

Joshua Hernandez  
Buffalo, IA

**Yeah, "Warriors" has been awesome, hasn't it? Good to hear from you, Joshua.**

Dear Marvel,

I just read *Ultimate Spider-Man Annual* #1, and I have to say it was excellent! I really liked the whole story, but I think what made it best of all was that it focused on the relationships of the people behind the costumes.

I find both Peter and Kitty to be completely believable teenagers, trying to figure out their way in the world. We've all been there, and we know how hard it is, and we didn't have the added trouble of being super heroes on top of it! Honestly, the phone call where Kitty asks Peter out, doesn't that feel just a little familiar to all of us?

I also love the fact that this represents a big step for Ultimate Peter into new territory! This development of a relationship between him and Kitty steps out of the continuity of the original Peter's world altogether! I like how his "on again, off again" relationship with MJ is being handled, and I do like the hints of interest between Peter and the Black Cat, but let's face it, neither of those is really a "new" flame for Peter in the way Kitty is!

I do have some questions about the timeline though. Where exactly does the *Annual* fit into the regular series? Is it supposed to happen before the "Warriors" issues with the Black Cat in them, or after these?

At any rate, thank you all for the great work, and please keep it coming!

Sincerely,  
Thomas Fisher

**Thanks Thomas! And to answer your query, the events of *Ultimate Spider-Man Annual* #1 occur after this very comic!**

What a great issue. Plus, I'm loving the Yiddish! A mitzvah for Mr. Bendis, and keep up the amazing work.

Joel N. Elias  
London, UK

**Thanks for the British, Yiddish letter, Joel! And for giving me the opportunity to rhyme!**

Hello guys!

I live in Mexico, and I used to collect the Mexican version of *Ultimate Spider-Man* but since issue #81 I've been picking up the American version, and that's why I decided to write you guys.

In my opinion the best comic book you can pick up these days is none other than *Ultimate Spidey*. I like the twenty-first century take on the classic hero. I encourage you to keep Peter as a student; if he goes to college and then graduate from the university, it will be more of an *Amazing Spider-Man* continuity.

I really liked the *Annual*; it captured the feeling of a first date, the expectations before something new. By the way, what will happen between Black Cat and Shadowcat? Will there be a love triangle? I don't want any spoilers, so I'll wait and see what happens.

Raul Marquez  
Juarez, Chih. Mexico

**Glad you're enjoying the book, Raul! Don't worry, we won't spoil anything for ya.**

Dear *Ultimate Spider-Man*,

The *USM Annual* was great. Who would have thought that Kitty Pryde would be Peter's new girlfriend? The best part is that she suits him. Both Peter and Kitty have been hurt in their previous relationships and that was something that drew them together. It was interesting to see that Kitty was the one to initiate them getting together.

When they finally met they had a nice time together and it was good for the both of them to talk about their last relationships. Kitty got a taste of what Peter's life is like and why he does the things he does. Brian Michael Bendis did an excellent job with this *Annual*, and I can't wait to see him do more with Peter and Kitty's relationship in the future. My hat goes off to Mark Brooks for his fantastic art. Hopefully the next *Annual* will be as good as the first.

Mark Clark  
Ridgetown, Ontario, Canada

**It's so hard to maintain a romantic relationship when you have to slap on the spandex and go fight the bad guys. Why, just last week, when I was—oh, dear. I've said too much. Uh, thanks Mark!**

Hi guys,

I have been a huge Spider-Man fan for a long time, so I wanted to correct one of your responses in *Ultimate Spider-Man* # 82. In your response to Carl Stemmet's letter, you stated that in normal Marvel Universe continuity Peter graduated from high school after "oh, thirty-eight issues, or so." Actually, Peter Parker graduated from high school way back in *Amazing Spider-Man* #28, Vol. 1. Well, you were close. Hey, do I qualify for a No-Prize? It would be my first one after over 25 years of reading Marvel Comics!

Take care,  
Jim Winston

**Impressive, Jim! Thanks for keeping the Ultimate office on our toes!**

Dear Ultimate Marvel,

The *Annual* was good from beginning to end. I loved Peter and Kitty meeting at school, talking about each others' lives, and also taking down the Shocker. (He always pops up somewhere, how come S.H.I.E.L.D can't contain him?) I just can't wait to see how Peter and Kitty's relationship will go later in the future. Also, Mark Brooks' artwork

was amazing. I want to see more of that kind of art. I love the Ultimate Universe. Keep up the great work!

Josh Nicula

**We'll try, Josh!**

Greetings!

Thank you for a great series, we love you yeah, yeah, yeah...

In the recent letters column (issue #82), you responded to a reader's letter by asking the general question "Does anyone else have an opinion on this topic?" The topic being the overall pacing of the series.

I do! I do! The current pacing lends itself exceptionally well to the collected trades and hardcover books. While I still read the single issues, I sometimes feel the fun has just begun and I'm on the last page teaser. Especially those issues that do not feature heavy dialogue. Of course, being a visual medium, I also prefer many of the non-dialogue issues—so this happens often. It does mean I get through my reading pile faster.

That stated, I like the fact that you are exploring the high school days of Peter Parker and friends—it does remind me of the early issues on the *Amazing Spider-Man* series. While the Stan Lee written issues did have Peter graduating high school early in the run, I think this was because those Silver Age books packed a lot into a single issue! Not just page count, but pacing was wicked fast! They had *chapters* for goodness' sake!

So, I guess I would like to see some increase in the pace. The storytelling is well-done, and the series is certainly successful, so maybe just holding the course is best—I can always read the hardcovers if I need a more "complete" experience than the regular issues hold.

Frank Bergdoll

**Glad you took our question to heart, Frank. Thanks for taking the time and giving it thought.**

Hello Heroes,

Although *Ultimate Spider-Man* will be remembered for quality and consistency by most fans, it is much more personal for me. Because of the great work by Bendis and Bagley, my son became a comic-book fan and a second generation Marvel Zombie.

Before *USM*, Keith liked cartoons, but had no interest in his dad's favorite hobby. All of that changed with *USM* #1. Soon Keith, who was nine at the time, was not only pointing out Spider-Man items at the store, but saying "That looks like Bagley art on the package."

Despite the concerns of a few anti-Ultimate fans, Keith quickly expanded his interest to include Marvel Universe books like *Avengers*, *Fantastic Four*, *Amazing Spider-Man* and *Wolverine*. He also reads the *Essential Spider-Man*, *Essential Avengers* and *Essential X-Men*. Recently Keith completed a collection of *Invaders* Vol. I and after attending his second Hero-Con has started collecting old issues of *Thor*.

His favorite book is still *Ultimate Spider-Man* and he enjoys all of the characters. We are hoping to see Kitty Pryde in the regular book for a while, but don't want to see any less of MJ.

The supporting cast rivals the longtime Marvel Universe for depth and character development. Keith and I hope Bendis and Bagley will continue with the book well past #103. Keep up the great work!

Wayne Bailey



Glad to hear your son is so invested in Marvel—it means we're one person closer to total world domination! Seriously, here's hoping you're both Marvel readers for many years to come.

The Black Cat and Kitty Pryde—CAT FIGHT! Woo hoo!

But seriously, I'm glad that Peter's moving on to someone more his caliber. Though I am curious if Peter and Kitty ever had a relationship in the regular Marvel Universe or not. Regardless, either woman he picks, their kid's super-hero name could be "Spider-Cat." Muahahaha!

I once said that it would be a cold day in hell before I read a Spider-Man comic...and then I got introduced to *USM* and tried my darnedest to avoid it—In fact I made it nearly 30 issues before succumbing to the good writing and my love for Mark Bagley and Scott Hanna. If I had to drop down to just one comic (heaven forbid), it would be *USM*. Guess Hades froze over.

I wanted to write in and comment on how amazing Scott Hanna's work has been on both the *Thunderbolts* and *USM*. While Bagley's work is great, Hanna takes it and makes it excellent! I knew when Hanna joined the team I could avoid the book no longer. He made me realize just how important an inker's job is and how they can either make or break someone's work. Thanks a bunch Scott!

'Til my hamster puts on a spider costume and pounces around her cage, Make Mine Marvel!

Christopher Cobb

**We don't get enough letters in praise of inkers, and that's a shame. Yay Hanna!**

It's been a little over a year since I started getting back into comics again, but I have always been a lifelong fan of Marvel. I picked up *Ultimate Spider-Man* when you guys had just begun the "Hobgoblin" story arc, I have read all of the *USM* tales through buying most of the trades and picking up old *USM* issues, and I am caught up. Let me say that *USM* is one of my favorite books out there.

Brian Michael Bendis and Mark Bagley have done a terrific job. I think "Warriors" is the best arc yet in *USM* and if it ends as nicely as it began, it will be one of my favorite story arcs in all comics, period. Bendis takes a simple plot and from there he escalates into the stratosphere with all these characters and action. It's like going to see a really good action movie that just excites you thinking about it. And what do Bagley and Bendis do? They give you more! Thanks for putting out one of the best books out there.

Jesse  
Kansas City

**Thanks for reading, Jesse!**

My first Spider-Man comic book was the Mexican edition of *Amazing Spider-Man* #37. Since then, I always dreamed of having started my collection from number one.

I never got all the issues I was missing and I even stopped collecting the series after too many editorial changes for the Mexican version. Fortunately, we now have great comic-book stores in Mexico and a few years ago I restarted my collection with the original USA editions. But again, never from #1...

Then came *Ultimate Spider-Man*. I thought it was just "one more #1" from "one more new series" that wouldn't last. How wrong I was.

Every single time I read one more issue I feel so lucky to be able to be part of a whole new chapter in comic-books history from the very beginning!

It's my favorite webslinger, the way he is meant to be. I think Mr. Bendis is our new Stan Lee. I know many people get upset for all the Bendis adoration but hey, I think he deserves it! He and Mr. Bagley are bringing back that Lee/Ditko magic and freshness that made me love Spidey from the start, and that we were missing for so many years. The right jokes, great cliffhangers, lots of action, lots of geekness and conflict. Simply put: a story retold in an amazing new way!

I still collect the other SM titles, but this is definitely my favorite. This is what I consider to be pure true Spidey. Thank you very much for that and keep up the GREAT work. Make mine ULTIMATE!!!!

Javier Lacroix  
Guadalajara, Jal. Mexico

**Wow, such praise! We here at the Ultimate Office think Bendis and Bagley are the bees' knees, so we're glad our fans feel the same.**

The recent appearances of Jeanne DeWolfe in *Ultimate Spider-Man* have reminded me of a question about the Ultimate philosophy that I've been meaning to ask you fellows for a while, and that is how closely tied to events in the 616 continuity are things in the Ultimate universe?

For example, will Ultimate DeWolfe be killed merely because her 616 counterpart was, or is there a possibility that she might survive? I'm not asking for spoilers, I'm just interested in how you think the Ultimate titles work; can things happen differently in the Ultimate Universe?

Kelvin Green

**Well, Kelvin—I think you may have got a little bit of an answer with the end of this issue! Our Jeanne is certainly a different person than the Marvel Universe (616 continuity) version, and nobody's fate is sealed...nothing's locked in stone in the Ultimate Universe!**

I have to say that when I heard Marvel was going to launch a comic-book series that retold the story of Spider-Man, I was very skeptical. I was skeptical even when I started to hear and see the positive criticism. So the other day I picked up the *Ultimate Spider-Man Annual* and I just loved it. Because of that I read the *Ultimate Spider-Man* trade paperbacks and they simply rock!

The new spin Mr. Bendis has given to my favorite superhero is nothing short of amazing. I mean, the original stories will always be the original stories, but these new or reimagined versions are refreshing, interesting, and so much fun to read.

I liked how Gwen Stacy was portrayed here. She was really interesting and had a cool personality. The only bad thing is that you guys killed her. She was so well-made that it would have been really fun and interesting to keep her around this time.

I really liked the Black Cat and Elektra re-introductions. I always liked Felicia Hardy and her relationship with Spider-Man. I really enjoy the whole high school setting of the series. It's interesting to see Peter as a more fallible and inexperienced hero, but trying his best.

And last, but not least, I love the new romantic development between Kitty Pryde and Peter. Why didn't someone come up with something like that before? Don't get me wrong. I really like how MJ is being portrayed in *Ultimate Spider-Man*, but Peter and Kitty...it just feels right. It's like Peter has a whole new potential family with Kitty and the X-Men.

And more kudos to Mr. Bendis for that great dialogue. Anyway, I guess I'm just trying to say: *amazing, spectacular, ultimate job!!!!*

R. Albandoz

**Yeah! Those are the kind of exclamation points we like to see at the end of a letter. Thanks!!!!**

I absolutely love you guys, but above all I worship Brian Michael Bendis. He is easily the greatest writer today! I just got done reading the *Ultimate Spider-Man Annual*, and was absolutely blown away! That was easily the best Spider-Man story in many years. It's really great that good things are coming Peter's way for once, and I am extremely happy about Peter and Kitty Pryde getting together. On that note, I do have some questions that I hope you guys can answer.

1. Do you guys plan to keep Peter and Kitty together for a long time? I hope so, as I think they are perfect for each other.

2. Is there any chance that you guys will introduce Ultimate Cletus Cassidy down the road? And if you do, will it spell the return of Ultimate Carnage? Please, tell me it's true!

3. If and when you guys have Ultimate Venom make his triumphant return, will we ever see what could possibly be the Ultimate battle of the century, Venom vs. Carnage? Fans would be drooling for this!

Well, thanks again guys, and keep up the good work! I'm your biggest fan!

Ron Parkes

**Hi Ron! Not to be evasive, but if we answered all your questions—even in this double-sized letters column—we'd have nothing to put in the regular book! Well, uh, except more ads, I guess...**



**Next: After the all-action blowout this issue, Peter's looking forward to some rest and relaxation...unfortunately, Omega Red has other ideas! Meanwhile, the head of the Roxxon Corporation has hired the mercenary known as Silver Sable (as seen in the *Ultimate Spider-Man* videogame!) who'll stop at nothing to learn—who is Spider-Man? You won't believe the answer...in part one of "Silver Sable"!**

**CAROLINE MCGRAW**

**SPECIAL THANKS**

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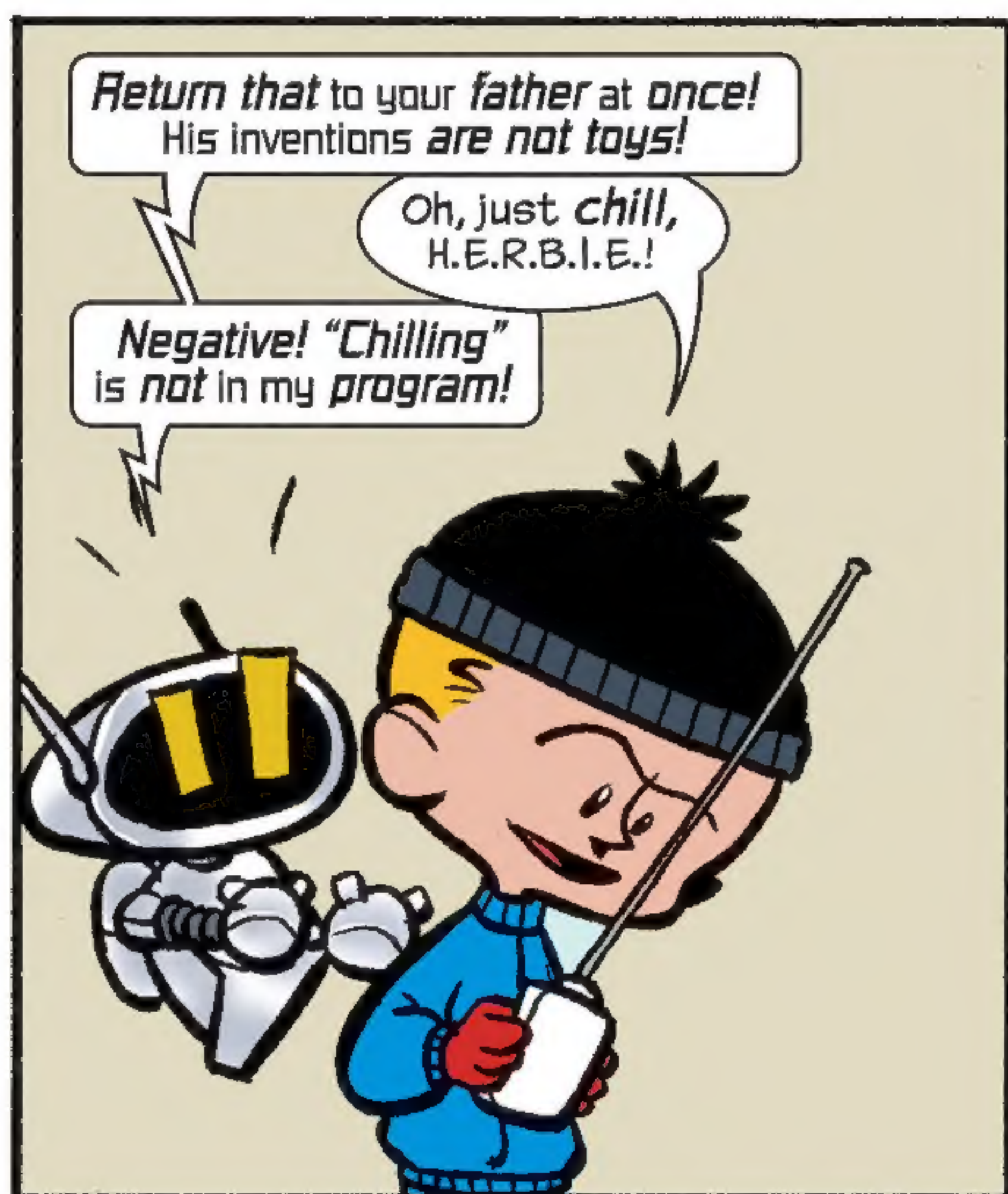
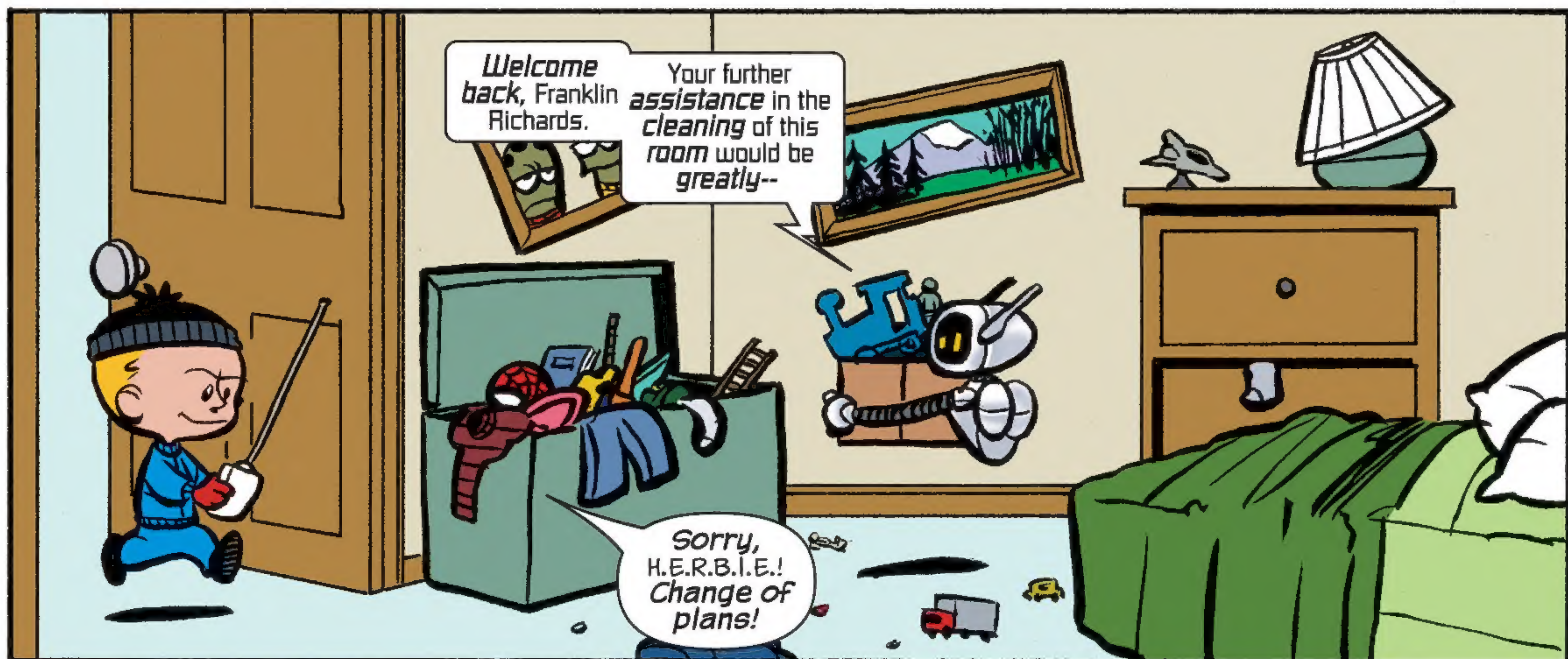
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**"OKAY TO PRINT"**

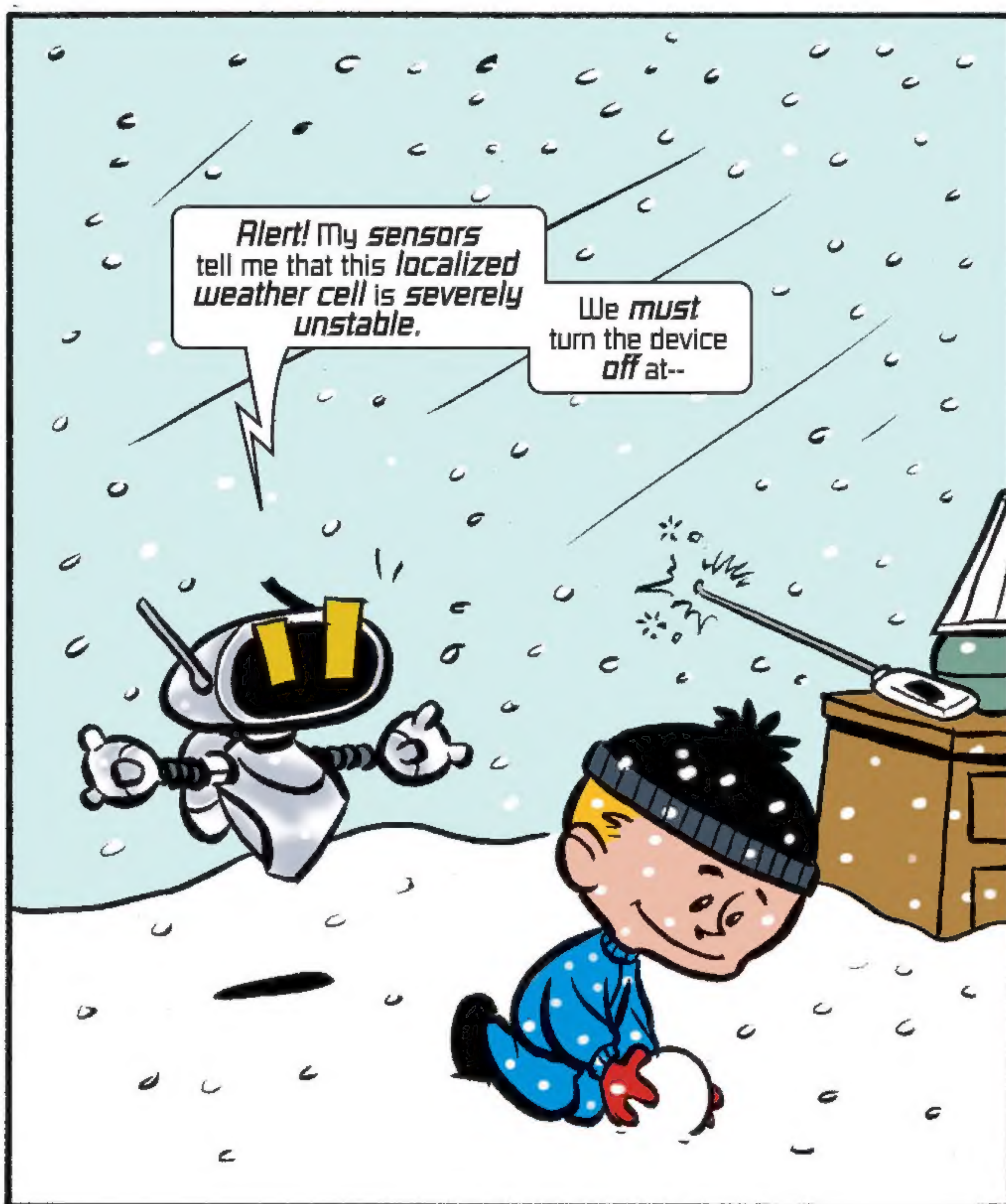
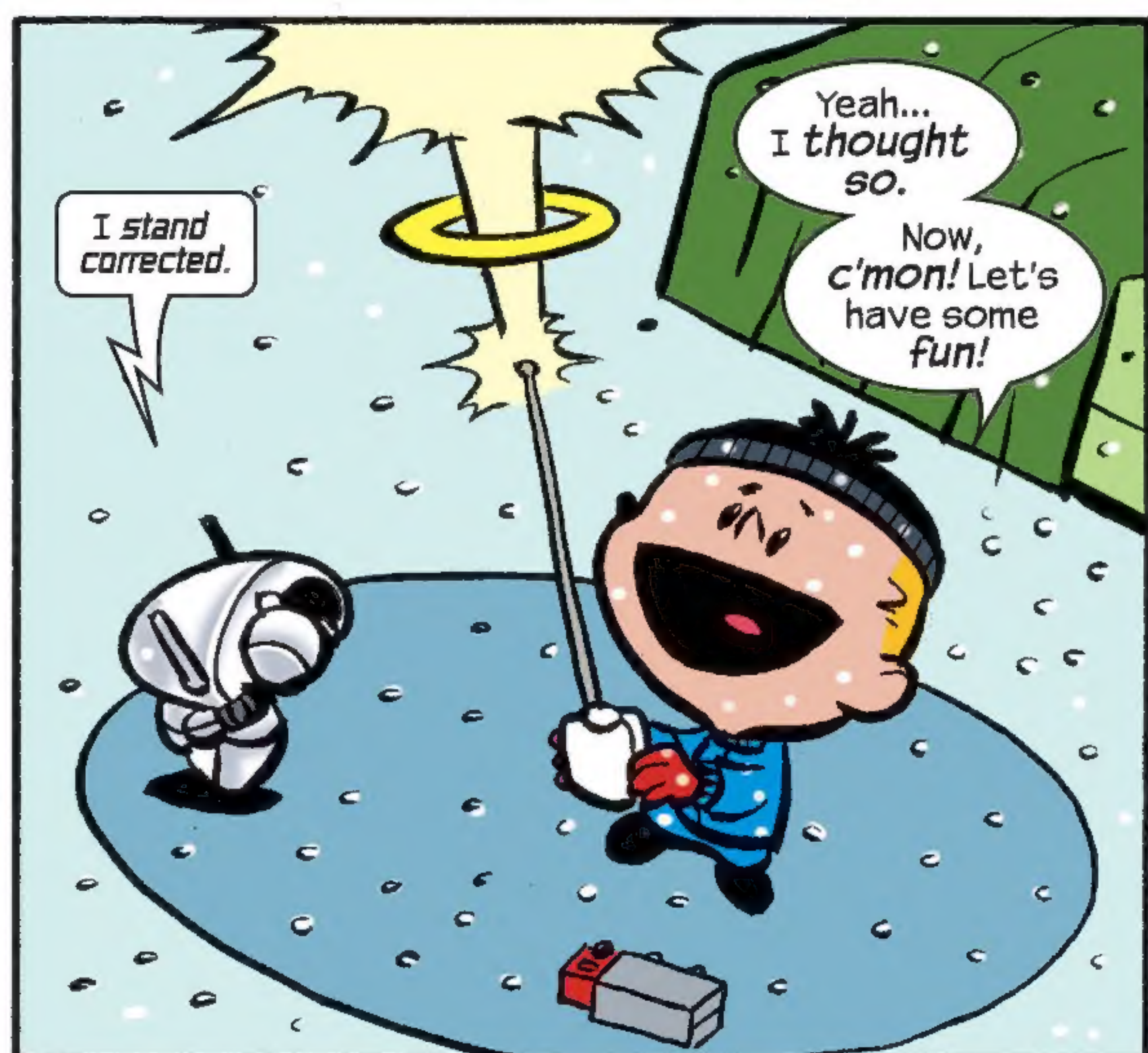




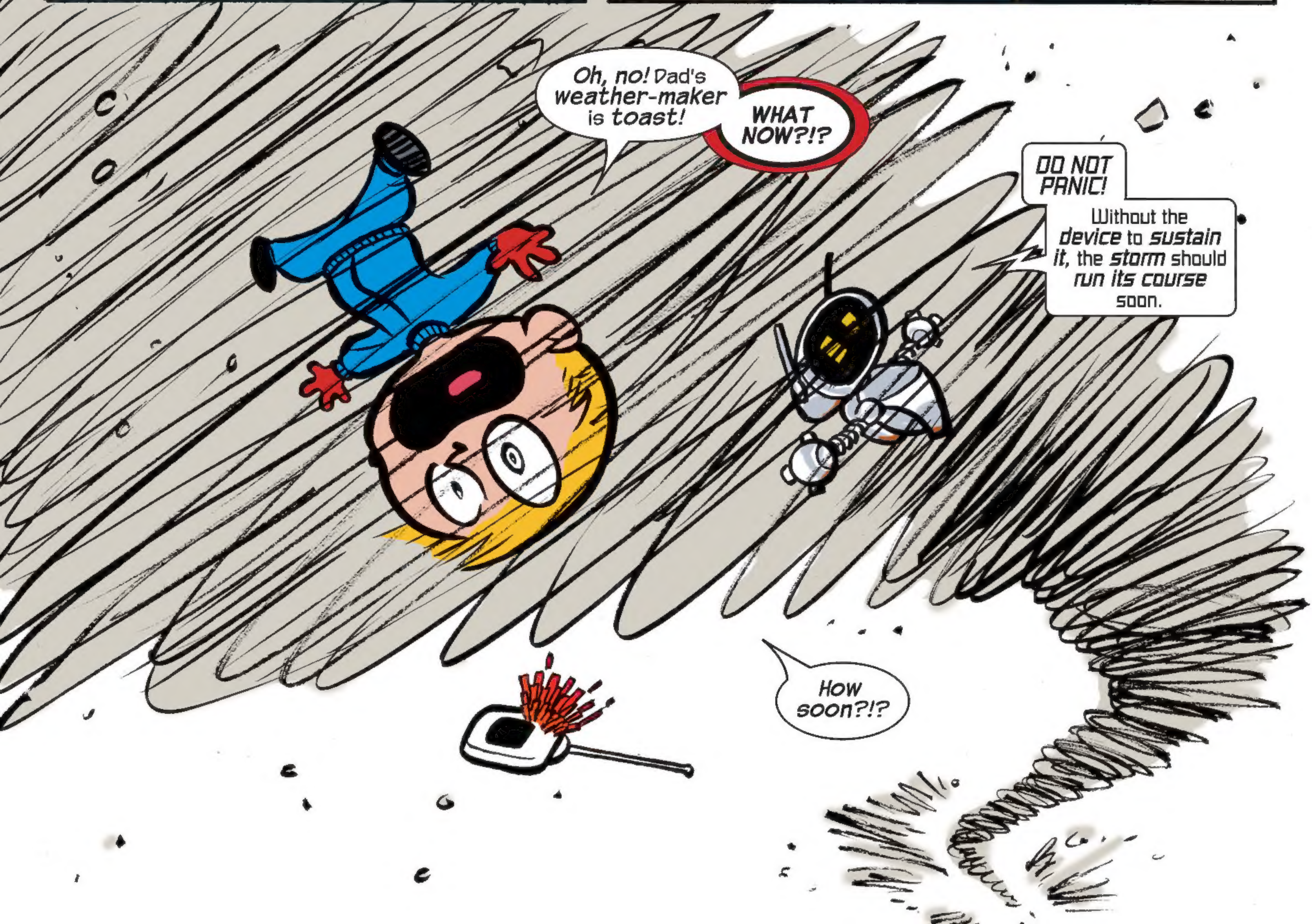
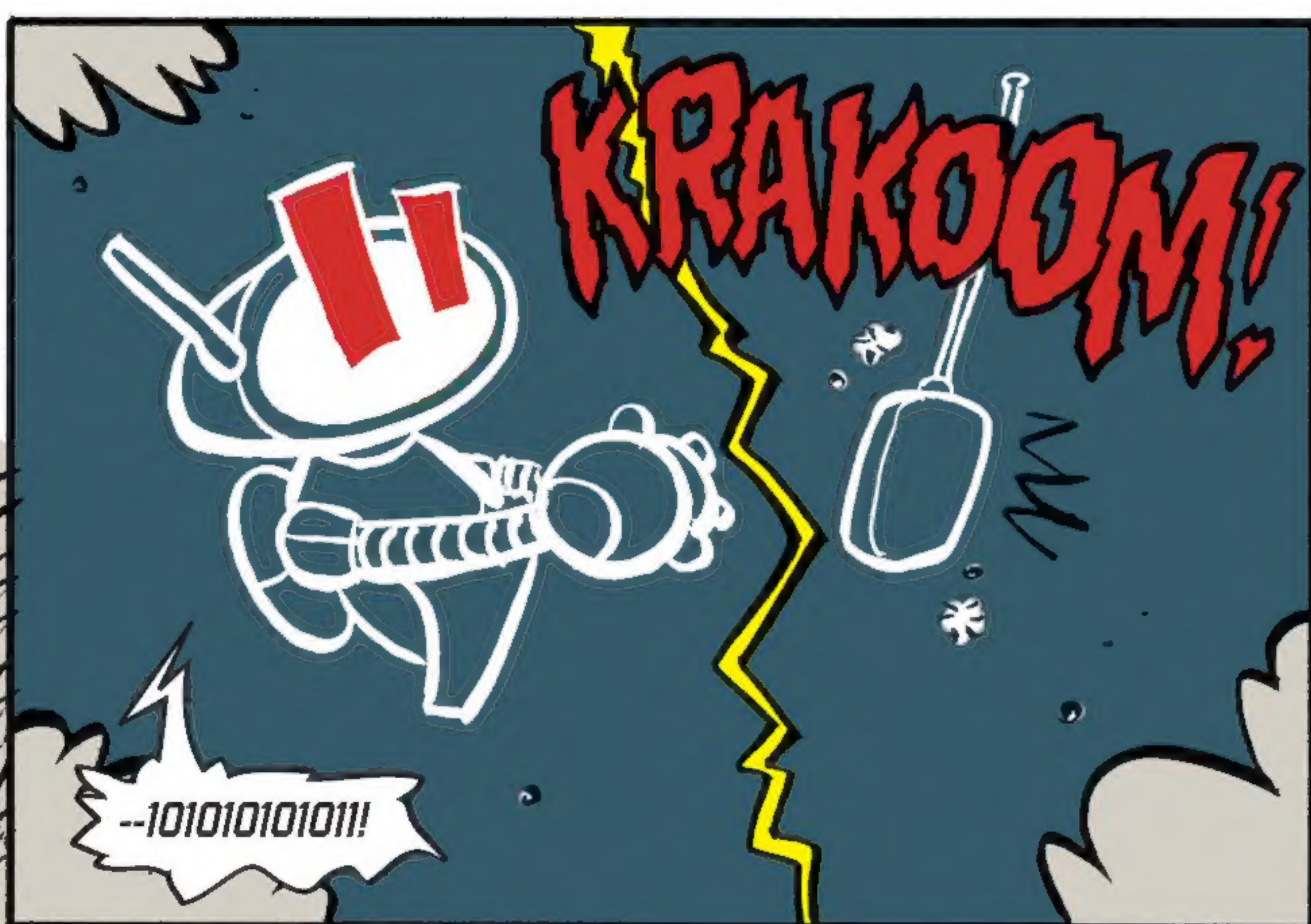
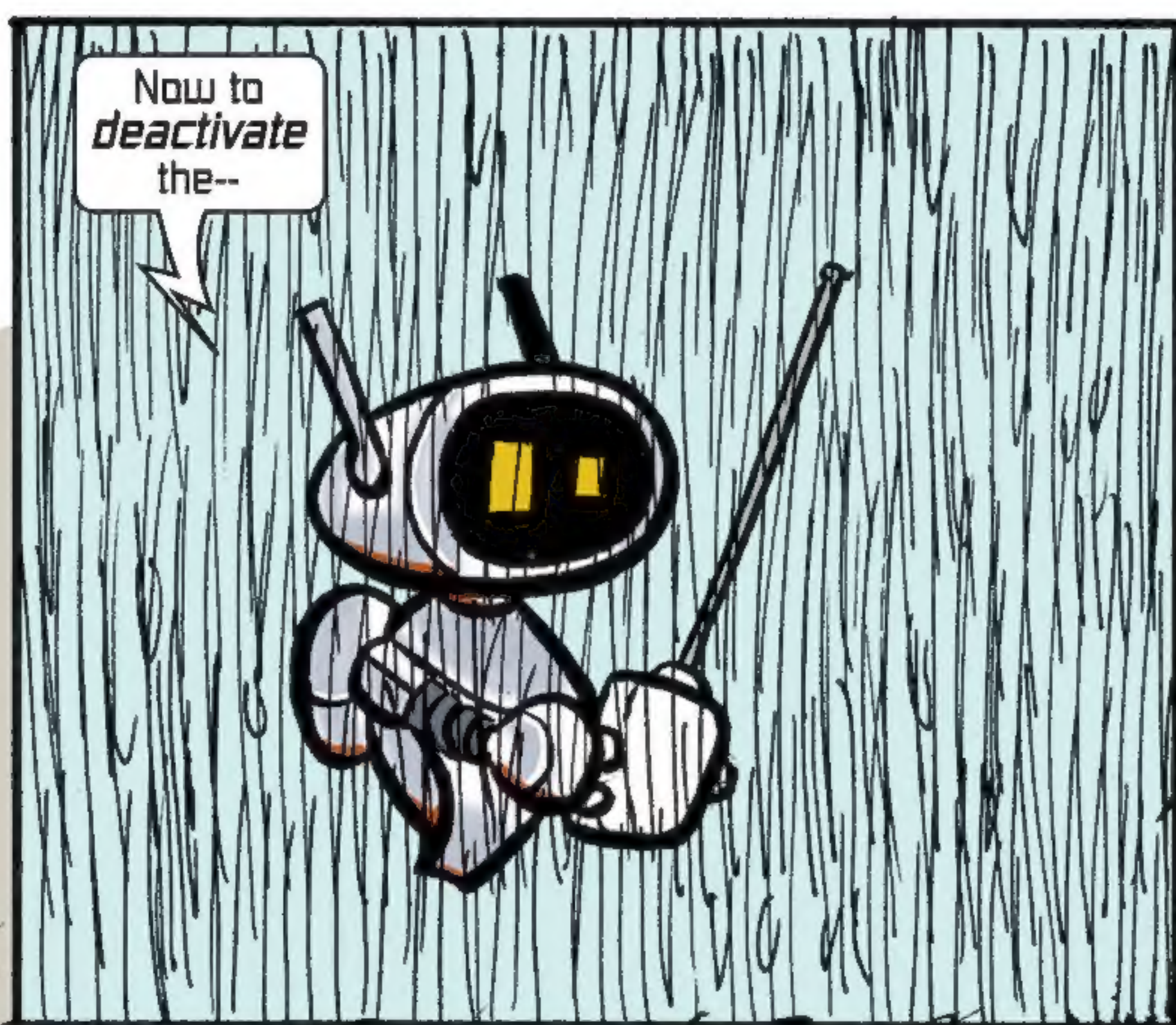
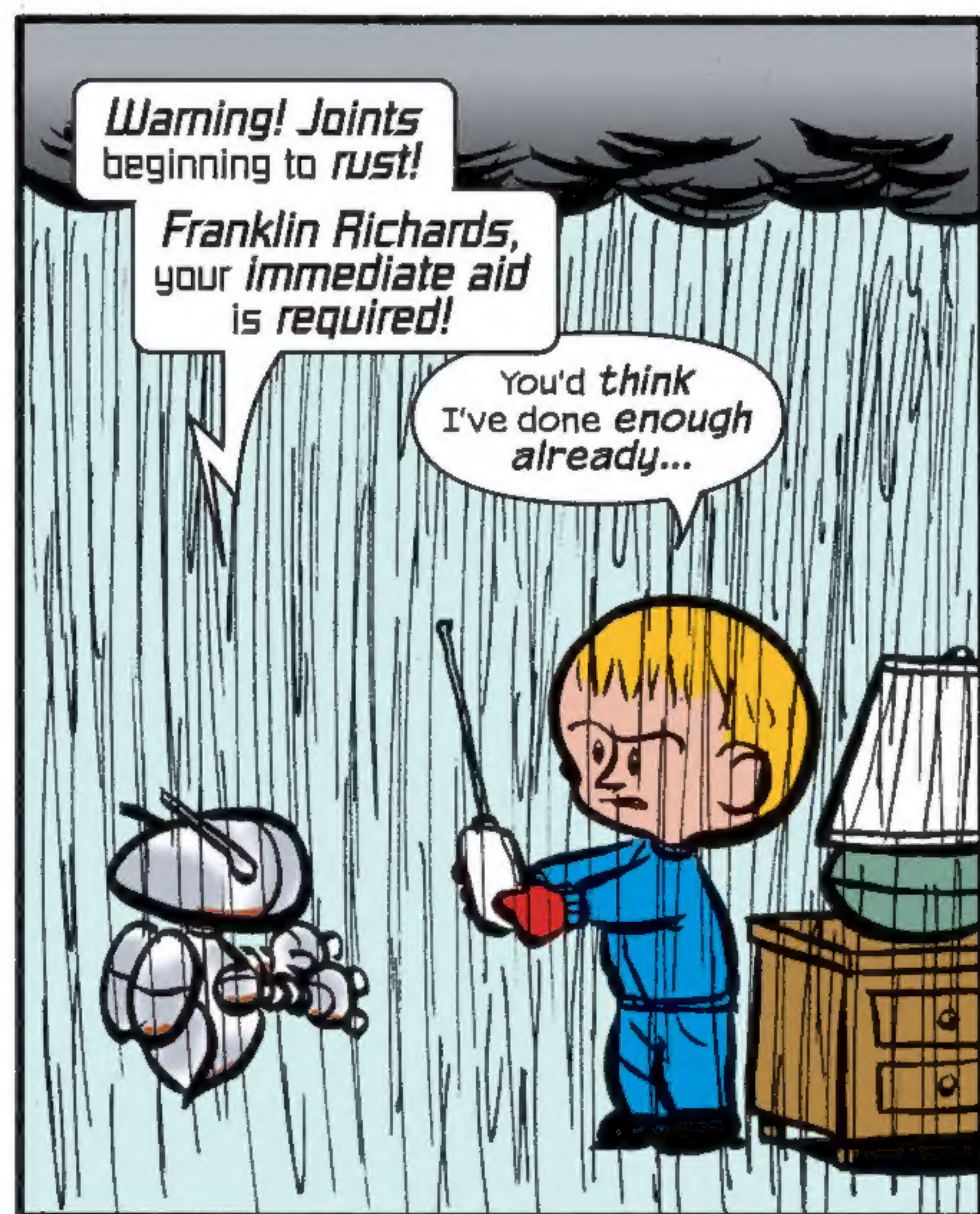
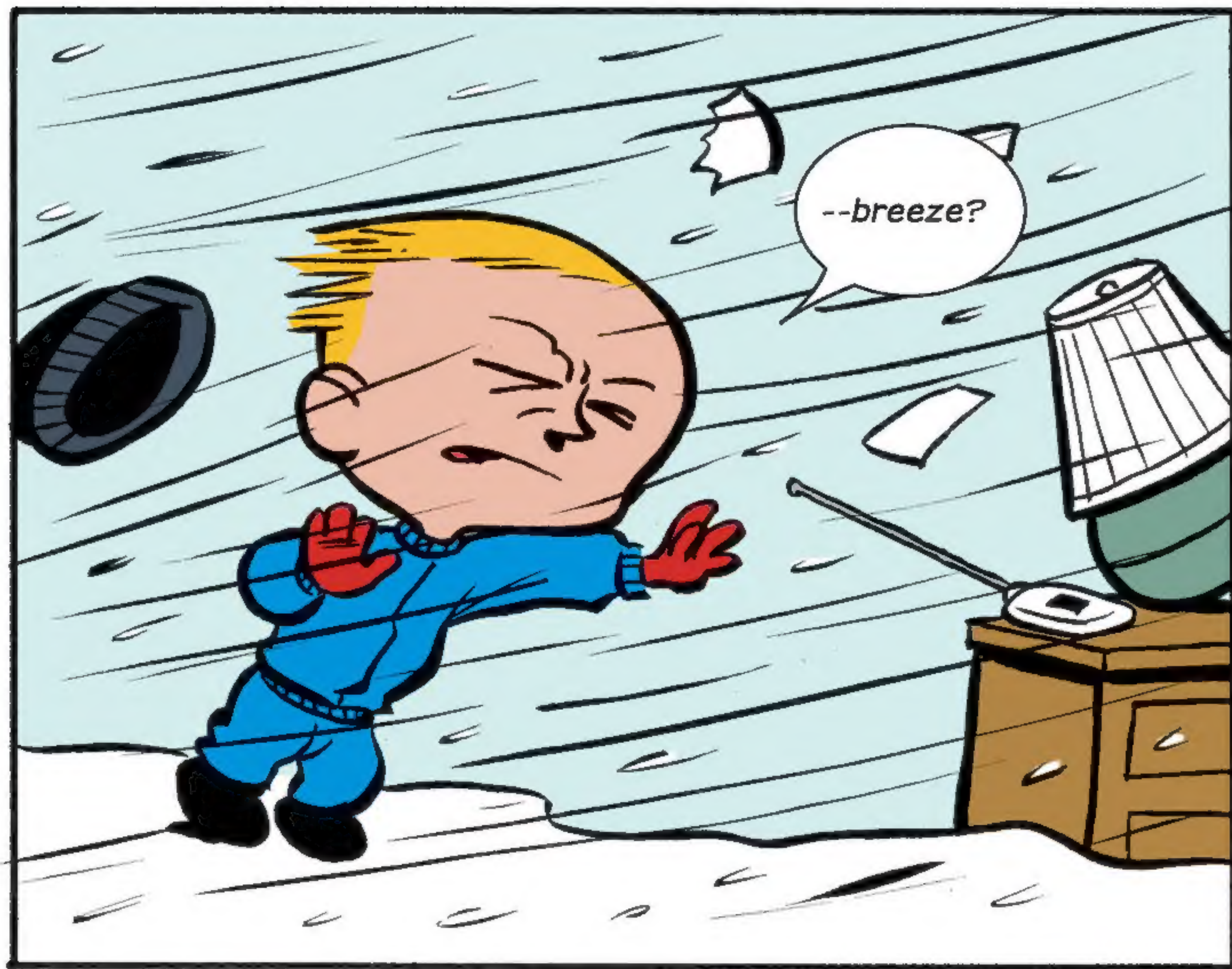




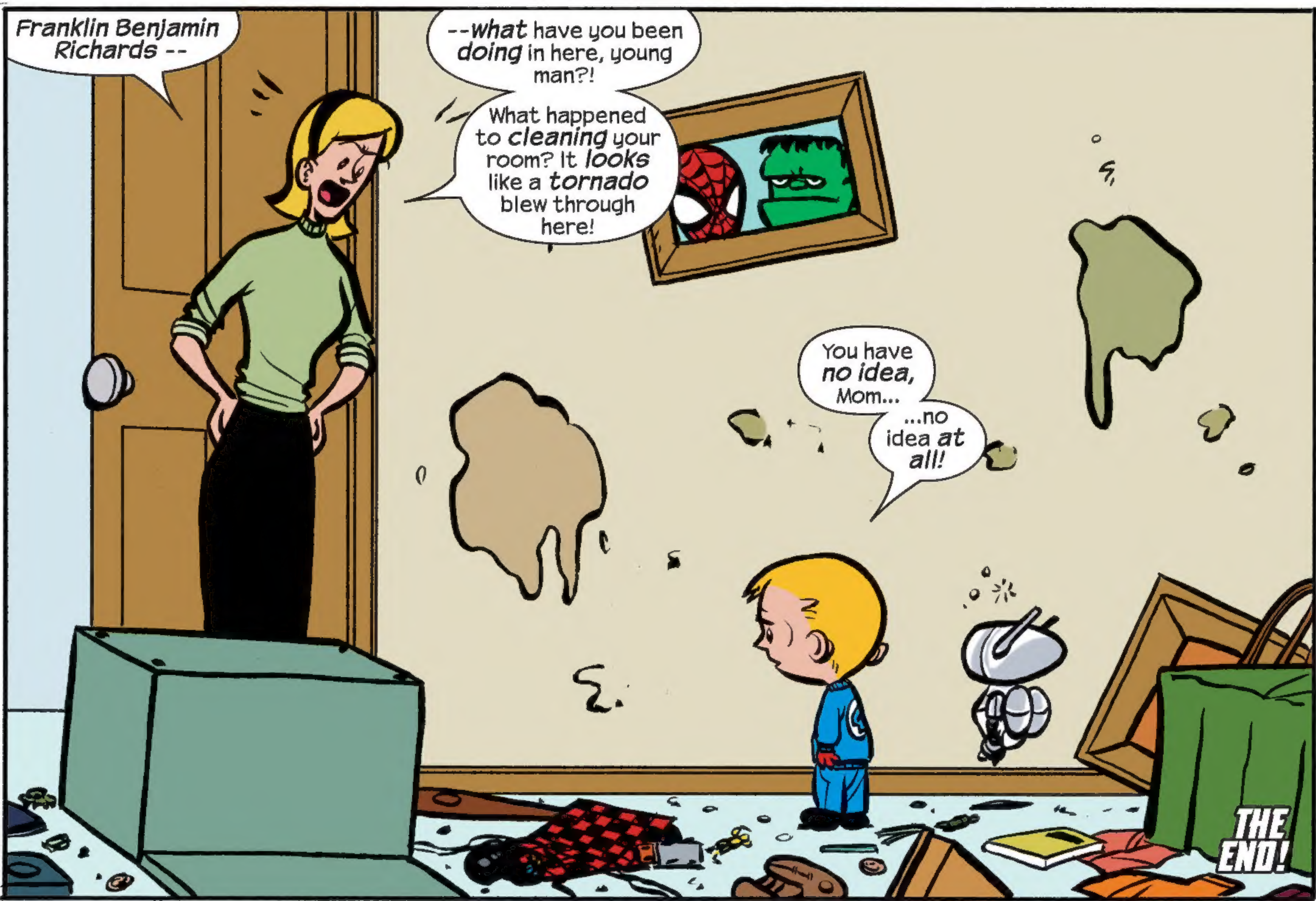
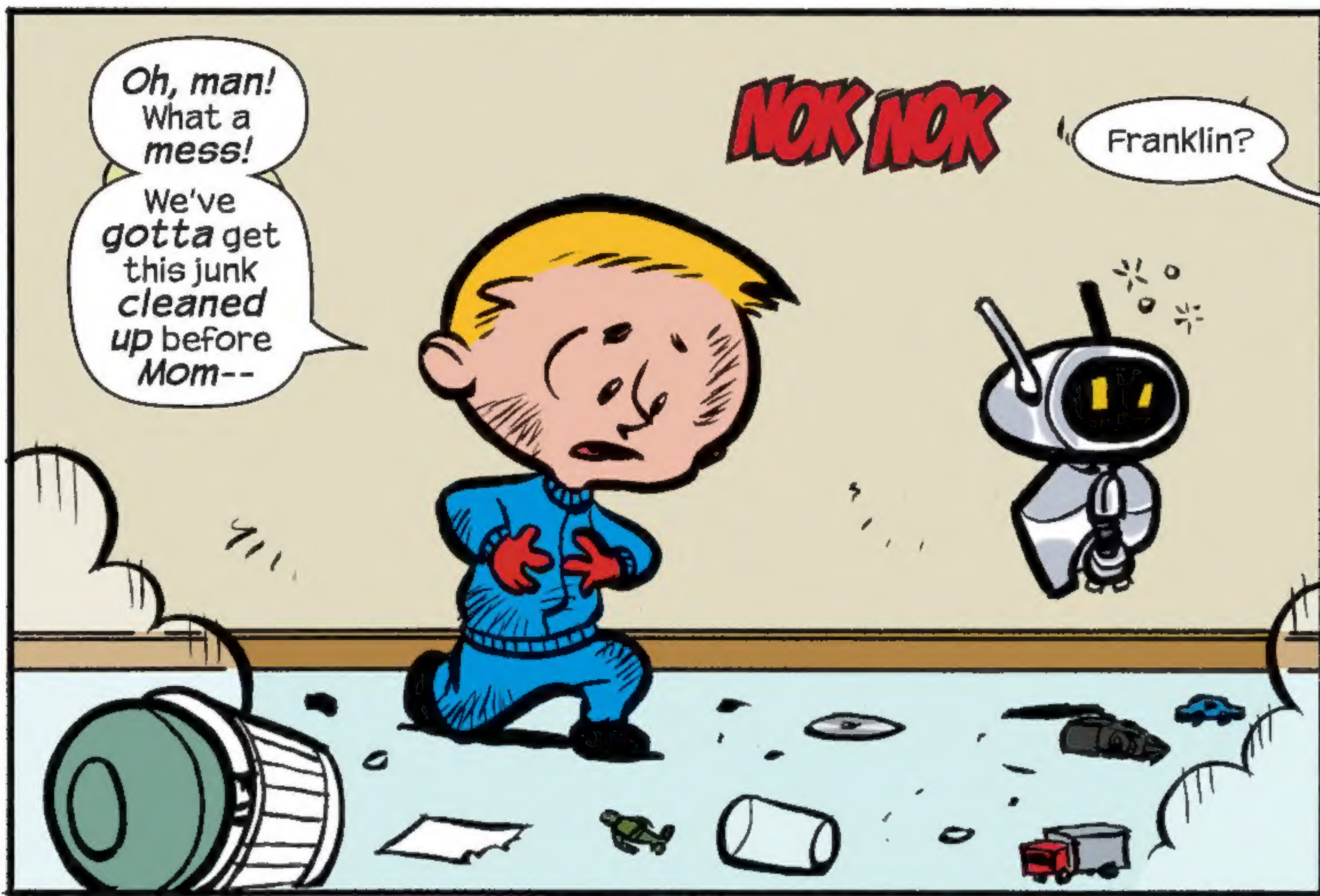
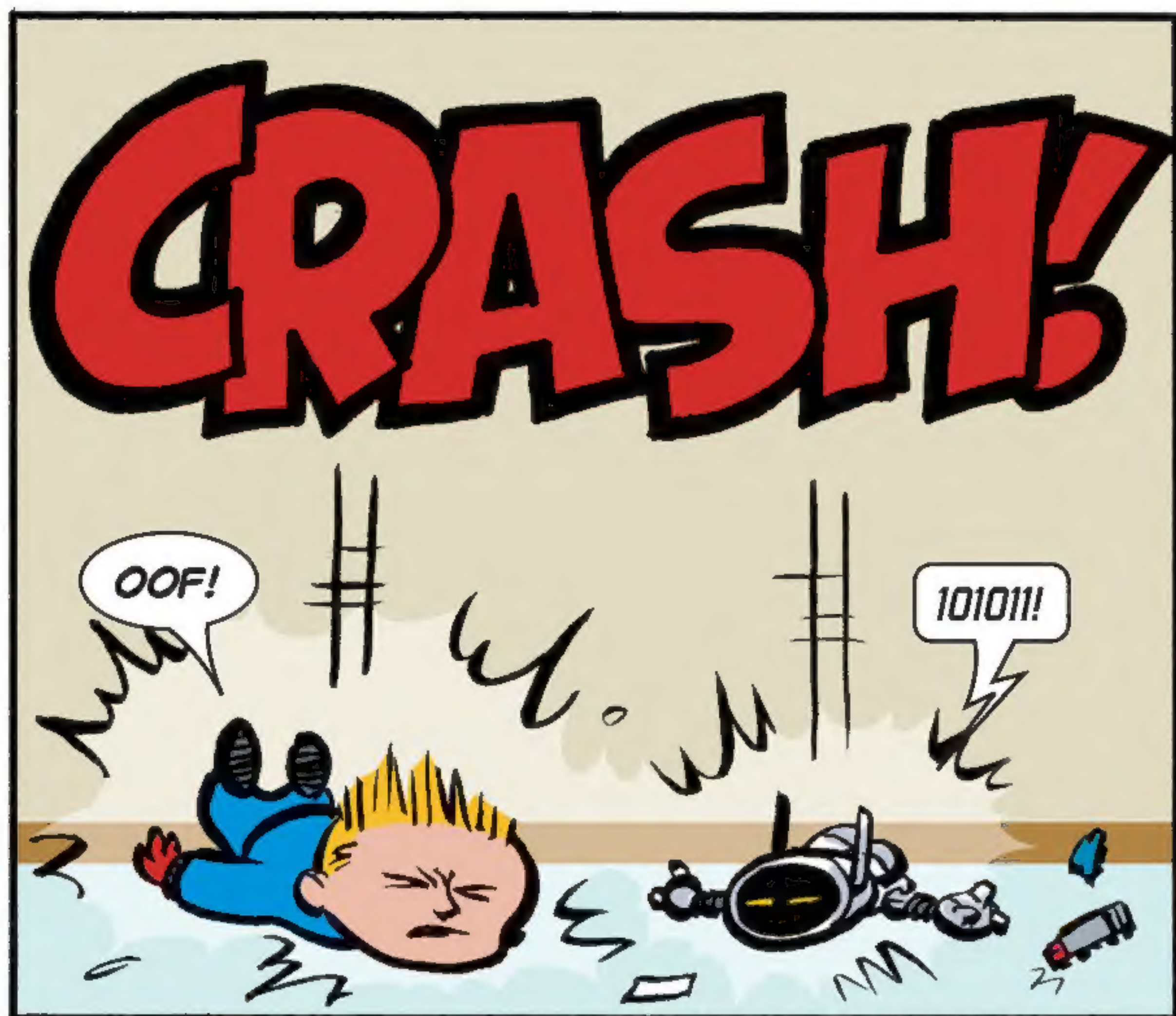
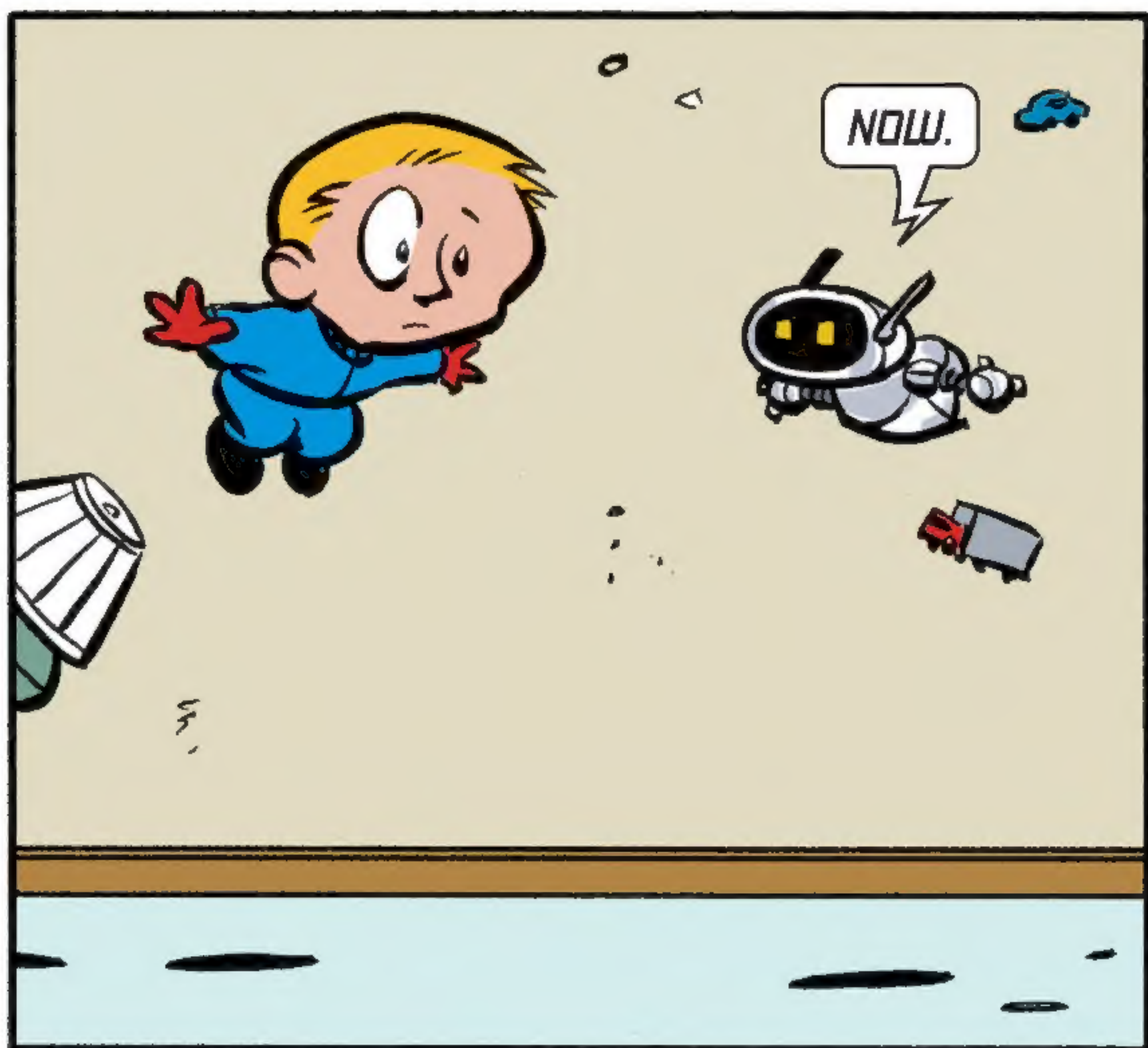
**BEEF**















**SON OF**

**ULTRAMAN**